

RECORDATION NO.

21757-F
FILED

NOV 03 '09

-10 4 3 AM

SURFACE TRANSPORTATION BOARD



October 30, 2009

Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423-0001

Re: WMATA 1998-PC-R Trust

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, Title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Head Lease Supplement
2. Short Form of Sublease Supplement
3. Short Form of Equipment Mortgage and Pledge Agreement Supplement
4. Short Form of Loan and Security Agreement Supplement

Each document is dated as of November 1, 2009 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number 21757.

The names and addresses of the parties to the enclosed documents are:

Short Form of Lease Supplement

Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Lessee:

WMATA 1998-PC-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Washington
Metropolitan Area
Transit Authority

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

metroopensdoors.com

U.S. District of Columbia
Maryland and Virginia
Transit Partnership

Short Form of Sublease Supplement

Sublessor: WMATA 1998-PC-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Short Form of Equipment Mortgage and Pledge
Agreement Supplement

Mortgagor: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Mortgagee: WMATA-1998-PC-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Loan and Security Agreement Supplement

Assignor: WMATA-1998-PC-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309

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Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA 1998-PC-R Trust.

Under 49 C.F.R. Section 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland, Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,


Mark R. Pohl
Associate General Counsel

Enclosures as stated

EXECUTION COPY

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

RECORDATION NO.

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Mark R. Pohl, Esq.
WMATA
600 Fifth Street, N.W.
Washington, DC 20001

SURFACE TRANSPORTATION BOARD

**SHORT FORM OF EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT
SUPPLEMENT**

This Short Form of Equipment Mortgage and Pledge Agreement Supplement (1998 PC-R Trust) is made and dated as of the 1st day of November 2009 (this "**Supplement**"), by and among, WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY, a body corporate and politic created and existing under and by virtue of an interstate compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, N.W., Washington, DC 20001 (the "**Mortgagor**") and WMATA 1998-PC-R Trust, a Delaware statutory business trust having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 (the "**Mortgagee**");

- A. The Mortgagor entered into that certain Equipment Mortgage and Pledge Agreement (1998-PC-R), dated as of October 29, 1998 ("**Equipment Pledge**"), between Mortgagor and the Mortgagee, evidence of which was recorded with the U.S. Surface Transportation Board (the "**STB**") on October 30, 1998 at 9:44 A.M. with the recordation number 21757-B.
- B. The Mortgagee desires to evidence the replacement of two Items of Equipment identified on Schedule A attached hereto (the "**Replaced Cars**") with two other like Items of Equipment identified on Schedule A attached hereto (the "**Replacement Cars**").
- C. The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and the Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth in the Equipment Pledge, which by this reference is incorporated herein and made a part hereof as if set forth at length.
- D. The Mortgagor and Mortgagee desire to record this Supplement in order to give constructive notice to the STB of (i) the termination of the Mortgagee's security interest in the Replaced Cars and (ii) the Mortgagee's security interest in the Replacement Cars.

In consideration of the foregoing recitals, and for other good and allowable consideration,

Short Form to Equipment Mortgage and Pledge Agreement Supplement (1998 PC-R Trust)

EXECUTION COPY

the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and the Mortgagee agree as follows:

1. **Property no Longer Subject to Equipment Pledge.** The Mortgagor and the Mortgagee hereby confirm that the Replaced Cars suffered an Event of Loss and are no longer subject to the Mortgagee's security interest under the Equipment Pledge.
2. **Property Subject to Equipment Pledge.** Mortgagor hereby grants a security interest in and lien upon the following: (a) the Replacement Cars shown on Schedule A; (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing; and (c) all proceeds of any of the foregoing for the term and on the covenants and conditions set forth in the Equipment Pledge, which Equipment Pledge is by this reference incorporated herein and made as if set forth herein at length.
3. **Conflict With Equipment Pledge.** In the event of any conflict between this Supplement and the Equipment Pledge, the terms, covenants and conditions of the Equipment Pledge Agreement shall control.
4. **Conflict With Prior Security Interest Recorded With the STB.** The parties hereto expressly desire to create the security interest solely in the Replacement Cars and do not intend, and this Supplement shall not be interpreted, to impair that certain security interest created in the Equipment Pledge.
5. **Counterparts.** This Supplement may be executed in one or more counterparts but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Supplement.

{Remainder of Page not used}

EXECUTION COPY

IN WITNESS WHEREOF, the Mortgagor and the Mortgagee have executed this Short Form of Supplement to Equipment Mortgage and Pledge Agreement as of the date first above written.

Mortgagor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: Raj Srinath
Name: Raj Srinath
Title: Treasurer

Mortgagee:

WMATA 1998-PC-R TRUST, by and
through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: _____
Name:
Title:

EXECUTION COPY

IN WITNESS WHEREOF, the Mortgagor and the Mortgagee have executed this Short Form of Supplement to Equipment Mortgage and Pledge Agreement as of the date first above written.

Mortgagor:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name: Raj Srinath
Title: Treasurer

Mortgagee:

**WMATA 1998-PC-R TRUST, by and
through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee**

By:  _____
Name: Jacqueline Solone
Title: Financial Services Officer

Schedule A


Replaced Car Serial Numbers	Replacement Car Serial Numbers
1130 & 1131	1000 & 1001

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ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Loyda Sequeira-Castillo, certify that I am the Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2009



Name: Loyda Sequeira-Castillo
Title: Secretary

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ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Jacqueline Solone, certify that I am Jacqueline Solone
Financial Services Officer
of Wilmington Trust Company, the Trustee of WMATA 1998-PC-R Trust, a
Delaware statutory business, and that the foregoing instrument was signed and
sealed on behalf of the Trust by authority of its Trustee, and that I acknowledge
that the execution of the foregoing instrument was the free act and deed of the
Trust. I further declare under penalty of perjury that the foregoing is true and
correct.

Executed on October 30, 2009.

